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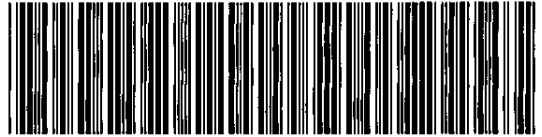
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger/WC
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**ARTICLES OF MERGER
OF
MARINE BANK
INTO
FIRST STATE BANK**

FILED
08 DEC -5 AM 8:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Ark. Code Ann. § 23-48-503 and Section 658.2953 of the Florida Statutes, Marine Bank, Marathon, Florida, a Florida state chartered banking corporation ("Marine Bank"), and First State Bank, Conway, Arkansas, an Arkansas state chartered banking corporation ("First State Bank"), adopt the following Articles of Merger for the purpose of merging Marine Bank into First State Bank (the "Merger") and do hereby certify as follows:

FIRST: The Agreement and Plan of Merger between Marine Bank and First State Bank is attached hereto as **Exhibit A** and incorporated herein by reference.

SECOND: The laws of the states of Arkansas and Florida permit the Merger, and Marine Bank and First State Bank have complied with such laws in effecting the Merger.

THIRD: First State Bank shall be the banking corporation surviving the Merger (the "Surviving Banking Corporation"). The Surviving Banking Corporation is to be governed by the laws of the state of Arkansas. The Articles of Incorporation and bylaws of First State Bank as they shall exist at the time of the Merger except as provided herein shall be and remain the Articles of Incorporation and bylaws of the Surviving Banking Corporation.

FOURTH: As to Marine Bank, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on the Agreement and Plan of Merger are as follows:

<u>Name of the Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class</u>	
		<u>Designation of Class</u>	<u>Number of Shares</u>
Marine Bank	630,000	None	None

FIFTH: As to Marine Bank, the total number of shares voted for and against the attached Agreement and Plan of Merger, respectively, and as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Agreement and Plan, respectively are as set forth below:

Name of the Corporation	Number of Shares			
	Total Voted For	Total Voted Against	Entitled to Vote as a Class	
			Voted For	Voted Against
Marine Bank	630,000	0	N/A	N/A

The Agreement and Plan of Merger was approved and the Merger was authorized by the sole shareholder of Marine Bank on August 14, 2008. The sole shareholder of Marine Bank acted without the requirement of holding a meeting by consenting to the action taken and waiving any notice required. As a result, the action of the sole shareholder of Marine Bank was lawfully taken.

SIXTH: No shares of First State Bank capital stock will be issued as part of the Merger; accordingly, pursuant to the Ark. Code Ann. § 23-48-503(a)(5), no vote of the shareholders of First State Bank is required to approve the Merger.

SEVENTH: The name of the Surviving Banking Corporation is changed to "Centennial Bank" and the Articles of Agreement and Incorporation of First State Bank are hereby amended to change the name of First State Bank to Centennial Bank.

FIRST STATE BANK

Attest:

Sandy Brewer
Secretary

By:

C. Randall Sims
C. Randall Sims
President and Chief Executive Officer

Attest:

Jackie Brasley
Secretary

MARINE BANK

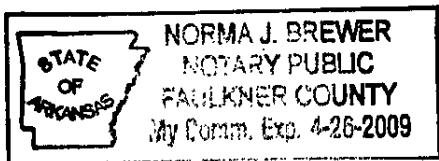
By: _____



Hunter Padgett
President and Chief Executive Officer

STATE OF ARKANSAS)
) SS
COUNTY OF FAULKNER)

C. Randall Sims, being the President and Chief Executive Officer of First State Bank, and being duly sworn, deposes and says that the facts stated in the foregoing Articles of Merger are true and correct.

FIRST STATE BANK

By:

Charles A.

C. Randall Sims
President and Chief Executive Officer

Sworn and subscribed to before me this 20 day of November, 2008.

My Commission Expires:

4-26-09

STATE OF FLORIDA)
COUNTY OF *Monroe*) SS

Hunter Padgett, being the President and Chief Executive Officer of Marine Bank of the Florida Keys, and being duly sworn, deposes and says that the facts stated in the foregoing Articles of Merger are true and correct.

MARINE BANK

By:

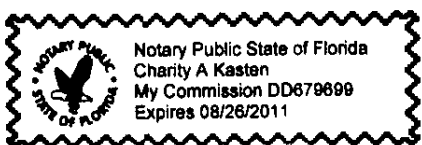
PRIME BANK

Hunter Padgett
President and Chief Executive Officer

Sworn and subscribed to before me this 24th day of November, 2008.

My Commission Expires:

Charity Kasten



AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (the "Agreement") is made as of this 26th day of August, 2008, and entered into pursuant to Ark. Code Ann. § 23-48-503 and Section 658.2953 of the Florida Statutes between First State Bank, an Arkansas state chartered banking corporation ("First State Bank"), with its principal banking office located at 620 Chestnut Street, Conway, Arkansas 72032, and Marine Bank, a Florida state chartered banking corporation ("Marine Bank"), with its principal banking office located at 11290 Overseas Highway, Marathon, Florida 33050.

WHEREAS, both of the constituent banking corporations desire to merge; and

WHEREAS, Marine Bank has authorized capital stock of 1,000,0000 shares of common stock with \$5 par value, of which 630,000 shares are currently issued and outstanding; and

WHEREAS, Home BancShares, Inc. ("BancShares") owns 100% of the outstanding capital stock of both First State Bank and Marine Bank and has authorized and voted the capital stock of Marine Bank for this merger (no shareholder vote of First State Bank being necessary as no shares of First State Bank stock will be issued in connection with this merger);

NOW, THEREFORE, the banking corporations, parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: Marine Bank shall be and hereby is merged with and into First State Bank, with First State Bank being the surviving banking corporation (the "Surviving Banking Corporation"). The name of the Surviving Banking Corporation following the merger shall be "Centennial Bank".

SECOND: The outstanding shares of common stock of Marine Bank shall not be converted into shares of the Surviving Banking Corporation, but rather shall be cancelled as BancShares already owns 100% of the outstanding shares of capital stock of First State Bank and has approved the merger. As a result, Ark. Code Ann. § 23-48-506 is not applicable. No shares of capital stock of First State Bank shall be issued.

THIRD: The terms and conditions of the merger are as follows:

A. The Articles of Incorporation of First State Bank as it exists at the Effective Time (herein defined) shall, except as provided in Articles First and Fourth hereof, be and remain the Articles of Incorporation of the Surviving Banking Corporation until the same are altered, amended or repealed as provided therein or by law.

B. The bylaws of First State Bank as they shall exist at the Effective Time shall be and remain the bylaws of the Surviving Banking Corporation except for the change of name of the Surviving Banking Corporation until the same are altered, amended or repealed as provided therein or by law.

C. The directors and officers of First State Bank in office immediately prior to the Effective Time shall continue in office as directors and officers of the Surviving Banking Corporation until their successors have been elected and qualified.

D. The principal banking office of the Surviving Banking Corporation shall continue to be located at 620 Chestnut Street, Conway, Arkansas 72032, after the Effective Time.

E. This merger shall become effective following the approval of Articles of Merger by the Arkansas Bank Commissioner and the Arkansas State Banking Board, as

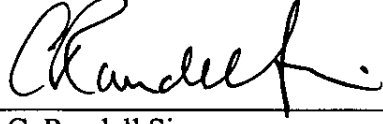
of the close of business, Little Rock, Arkansas time, on the date of their being filed of record with the Arkansas Bank Commissioner (the "Effective Time").

F. Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations, and other assets of every kind and description of Marine Bank shall be transferred to, vested in and devolve upon the Surviving Banking Corporation without further act or deed, and all property, rights, and every other interest of Marine Bank shall be the property of the Surviving Banking Corporation as it was of Marine Bank. Marine Bank hereby agrees from time to time, as and when requested by the Surviving Banking Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other actions as the Surviving Banking Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Banking Corporation title to and possession of any property of Marine Bank acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise carry out the intent and purposes hereof, and the proper officers and directors of the Surviving Banking Corporation are fully authorized in the name of Marine Bank or otherwise to take any and all such action. Likewise, the Surviving Banking Corporation does hereby assume all obligations, debts, duties and liabilities of Marine Bank which are outstanding at the Effective Time.

FOURTH: The Articles of Agreement and Incorporation of First State Bank is amended to change the name of First State Bank to Centennial Bank.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors and by the Board of Directors of BancShares, as the sole shareholder of Marine Bank, have caused these presents to be executed by the duly authorized officer of each party hereto.

FIRST STATE BANK

By: 
C. Randall Sims
President and Chief Executive Officer

MARINE BANK

By: 
Hunter Padgett
President and Chief Executive Officer